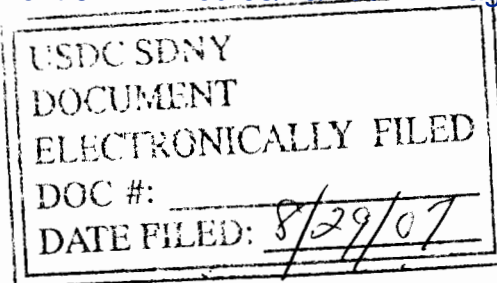


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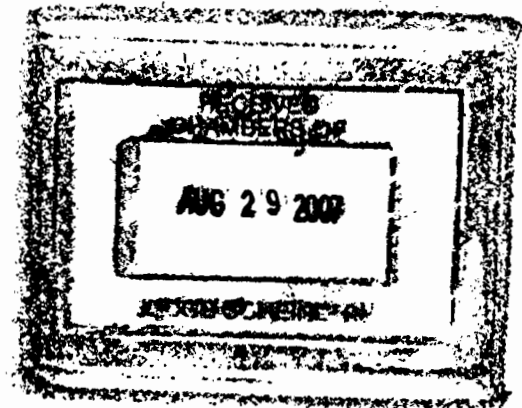


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August 28, 2007

Via Hand Delivery

Hon. Shira Scheindlin
United States District Court Judge
United States District Court
Southern District of New York
500 Pearl Street
Room 1620
New York, New York 10007-1312



Re: ***Ocean Ridge Capital Advisors, LLC v. Metropolitan Life Insurance Co., et al.***
07 Civ. 3213 (SAS)

Dear Judge Scheindlin:

We represent defendants Metropolitan Life Insurance Company and The Northwestern Mutual Life Insurance Company in the above-referenced action. We write on behalf of certain other defendants, including Capital D'Amerique CDPQ Inc., Caisse De Depot Et Placement Du Quebec, Windward/Park AB III, L.L.C., Windward Capital Partners L.P., Windward Capital Associates, L.P., and certain "Director Defendants" represented by the Kramer Levin firm.

These defendants seek clarification of the Court's Amended Scheduling Order, filed on July 26, 2007 (a copy of which is attached). As the Court may recall, during the July 17, 2007 conference, the parties had presented a proposed order pursuant to the Court's May 24, 2007 Order For Initial Pretrial Conference. The Court modified various discovery and other deadlines by interlineating modified dates in the right margin of Exhibit A to the proposed order.

Our questions concern the deadline for "Amending Pleadings." First, we seek confirmation of the modified date. While we suspect that the Court intended January 31, 2008 to apply to the deadline for both "Joining Parties" and "Amending Pleadings," the dates in the margin do not directly align with the dates that were crossed out, and we respectfully request confirmation of that deadline.

Second, we respectfully request that the Court confirm the meaning of that deadline. The parties included a date for "Amending Pleadings" in its proposed schedule in compliance with the Court's Order For Initial Pretrial Conference. While we intended that deadline to be the date



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by which the parties may amend their pleadings as of right, some are concerned that the Court may view the date as the final deadline for the presentation of applications to the Court to amend. There is some immediacy to the question because, if that deadline does not extend the time to amend as of right until January 31, 2008, the parties who answered the Complaint on August 17, 2007 would have only until September 6, 2007 to file an amended pleading.

Accordingly, the defendants seek clarification that the deadline for Amending Pleadings is indeed January 31, 2008, and that such deadline is to amend pleadings as of right.

Respectfully,

Gary Meyerhoff

Attachment

cc: All counsel (via e-mail)

If a party is entitled to amend as of right it may do so at any time up to and including January 31, 2008. Otherwise, January 31, 2008 is the deadline by which a party must seek leave to amend a pleading.

So Ordered:

8/28/07